

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000

July 30, 1990

0-215A007

RECORDATION NO **16948** FILED 1425

Ms. Mildred Lee
Recordation
Interstate Commerce Commission
Room 2303
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

AUG 3 1990 -11 20 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) original copies and two (2) photocopies of a Memorandum of Loading Agreement dated as of May 16, 1989, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Railcar, Inc.
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Cedar Chemical Corporation
5100 Poplar Avenue, 24th Floor
Memphis, Tennessee 38137

A description of the railroad equipment covered by the enclosed document is:

Ten (10) 50' 6" 70-ton insulated boxcars bearing marks and numbers as follows: WCRC 70000 through WCRC 70009, inclusive.

Also enclosed is a payment of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

MOBILE OPERATING UNIT
AUG 3 11 15 AM '90

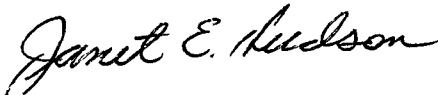
Ms. Mildred Lee
July 30, 1990
Page 2

Kindly return stamped copies of the enclosed document not needed for your files to Ms. Janet E. Hudson, Administrative Assistant, The Greenbrier Companies, One Centerpointe Drive, Suite 200, Lake Oswego, Oregon 97035.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Loading Agreement dated as of May 16, 1989 between Greenbrier Railcar, Inc., Lessor and Cedar Chemical Corporation, Lessee, covering ten (10) 50' 6" 70-ton insulated boxcars bearing marks and numbers as follows: WCRC 70000 through WCRC 70009, inclusive.

Sincerely,



Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Charles T. Kappler, Esq.

Interstate Commerce Commission
Washington, D.C. 20423

8/7/90

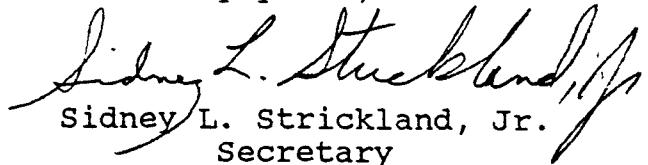
OFFICE OF THE SECRETARY

Janet E. Hudson
Greenbrier Companies
One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/3/90 at 11:20am, and assigned recordation number(s). 16948

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

16948

RECORDATION NO. _____ FILED 1425

AUG 3 1990 -11 30 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LOADING AGREEMENT

BETWEEN

GREENBRIER RAILCAR, INC. ("LESSOR")

AND

CEDAR CHEMICAL CORPORATION ("LESSEE")

MAY 16, 1989

Memorandum of a Loading Agreement made and entered into as of May 16, 1989 by and between Greenbrier Railcar, a Delaware corporation, ("Lessor") and Cedar Chemical Corporation, a Delaware corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor ten (10) 50' 6" 70-ton insulated boxcars bearing marks and numbers as follows:

WCRC 70000 through WCRC 70009, inclusive.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

CEDAR CHEMICAL CORPORATION

By: 

EXECUTIVE VICE PRESIDENT

GREENBRIER RAILCAR INC.

By: 

STATE OF OREGON)
)
COUNTY OF CLACKAMAS)

On this 1st day of May, 1990, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of GREENBRIER RAILCAR, INC. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



NOTARY PUBLIC

My commission expires: 5/28/90

STATE OF TENNESSEE)
)
COUNTY OF)

On this 25th day of July 1990, before me personally appeared Dean McWilliams, to me personally known, who being by me duly sworn, says that he is Executive Vice President of CEDAR CHEMICAL CORPORATION, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



NOTARY PUBLIC

My commission expires:
My Commission Expires Mar. 8, 1994